

Origina

3235-0076

OMB Number:

Expires:

Estimated average burden hours per response.....16.00

SEC USE ONLY DATE RECEIVED

FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

RECEIVED OTICE OF SALE OF SECURITIES **PURSUANT TO REGULATION D,** 1 9 2006 SECTION 4(6), AND/OR

FORM LIMITED OFFERING EXEMPTION amendment and name has changed, and indicate change.) Name of Offering

Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Filing Under (Check box(es) that apply): New Filing Amendment Type of Filing: A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer

THOMSON ( check if this is an amendment and name has changed, and indicate change.)

Number and Street, City, State, Zip Code Address of Executive Offices VGE ZVI Canada vanworer

FINANC!AL Telephone Number (Including Area Code) 604-218-7703

1255 W. Fender (Number and Street, City, State, Zip Code) Address of Principal Business Operations (if different from Executive Offices)

Telephone Number (Including Area Code)

**Brief Description of Business** Compan

FORM D

Name of Issuer

over-to Type of Business Organization limited partnership, already formed corporation limited partnership, to be formed business trust

other (please specify).

Month Actual or Estimated Date of Incorporation or Organization:

Estimated Actual OZ

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; CN for Canada; FN for other foreign jurisdiction)

De

Mining claims and actively mining the

## GENERAL INSTRUCTIONS

Who Must File. All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 77c(6)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copiex Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee. There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate lederal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

SEC 1972 (6-02)



		A. BASIC IDI	ENTIFICATION DATA		
<ul> <li>Each beneficial own</li> <li>Each executive offi</li> </ul>	ne issuer, if the issuer having the power and director of	uer has been organized wer to vote or dispose, or dis	•		a class of equity securities of the issuer partnership issuers; and
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	Fibson				
Business or Residence Address	is (Number and	Street, City, State, Zip Co	2 <b>0</b> 6)		
Check Box(cs) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	,			
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name Erst, if	findividua!)				
Business or Residence Addre	SS (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it	f individual)				
Business or Residence Addre	ss (Number and	Street, City. State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last trame first, i	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individuel)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip C	Code)		
	(Use bl	ank sheet, or copy and us	e additional copies of this	sheet, as necessar	у)

				· <u></u> -	B. IN	FORMATI	ON ABOUT	OFFERI	VG				
1.	Has the	issuer sold	, or does th			l, to non-ac						Yes	No T
2.	What is	the minim	ım investm					_				s 1	û. <i>00</i> 0
												Yes	No
3.			ermit joint										
4.	If a pers	sion or simi on to be list , list the na	on requeste lar remuner ed is an ass me of the br you may se	ation for se ociated per oker or dea	licitation son or age der. If mo	of purchase nt of a brok re than five	rs in conne er or dealer (5) person	ction with: registered s to be liste	sales of sec l with the Si ed are assoc	prities in th EC and/or v	e offering. with a state		
Ful	II Name (1	Last name f	irst, if indi	vidual)	•								
Bu	siness or	Residence /	Address (N	umber and	Street, Ci	ty, State, Z	ip Code)			<del></del> .			
Na	me of Ass	ociated Bro	oker or Dea	ler					· · · · · · · · · · · · · · · · · · ·				
Sta			Listed Has										·
	(Check "All States" or check individual States)									[Z Al	States		
	AL TL MT	AK IN NE SC	IA NV SD	ARI KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Fu	Il Name (	Last name	first, if indi	vidual)									
Bu	isiness or	Residence	Address (1	Number and	Street, C	ity, State,	Zip Code)						
Na	ime of As	sociated B:	oker or De	alcr		·			<u> </u>		<del>- ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</del>		
Sı			Listed Has								<u> </u>		
	(Check	"All States	or check	individual	States)						******	☐ A.	ll States
	AL IL MT RI	AK IN NE SC	AZ IA NV	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Fi	ıll Name (	Last name	first, if ind	ividual)									
B	usiness o	r Residence	Address (	Number an	d Street, (	City, State,	Zip Code)						
N	ame of A	ssociated B	roker or Do	aler									
Si			n Listed Ha										N C4.4.4
	(Check	c"All State	s" or ch <b>eck</b>	individua	l States)							. [] A	.ll States
	AL. IL MT	AK IN NE SC	AZ IA NV SD	AR KS NH	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	-	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	S	S
	Equity	s 15 per sla	45 250 000
	Common Preferred	- <u></u>	900,000
	Convertible Securities (including warrants)	\$	c
	Partnership Interests		,
	Other (Specify)		
	Total	\$ 0.00	<b>€</b> 0.00
	Answer also in Appendix, Column 3, if filing under ULOE.	<u> </u>	-
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	1	z <u> </u>
	Nen-accredited Investors		s
	Total (for filings under Rule 504 only)	1	s_ <u>∂∑0⊅0</u>
	Answer also in Appendix, Column 4, if filing under ULOE.		•
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	7	Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		S
	Regulation A		\$
	Rule 504		\$ \$ 0.00
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		<i></i>
	Transfer Agent's Fees	<u>ज</u>	s <u>1,200</u>
	Printing and Engraving Costs	<u>1</u>	s 500
	Legal Fees	<u>7</u>	s_2,000
	Accounting Fees		^ s <u>_2,∞0</u>
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		s <u>20,000</u>
	Other Expenses (identify)		S
	Total		s #### 25,70

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		s 2 34, 300
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.		
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	(x (2)000	as 40,00
	Purchase of real estate		1 122 920,000
	Purchase, rental or leasing and installation of machinery and equipment		
	Construction or leasing of plant buildings and facilities	□ \$	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness  Working capital  Other (specify): Many Activities	□ \$ □ \$	□s ⊵s <u>ao</u> ,∞0
	Column Totals	□ \$ <del>60° ∞</del> ∞	□\$ <u>1,940,000</u> □\$ <u>9.00</u>
	Total Payments Listed (column totals added)	□ \$ <u>-</u>	<del>.00</del> 2,002,000
Г	D, FEDERAL SIGNATURE		
cic	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Committee information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of	ssion, upon writt	ale 505, the following on request of its staff,
2	me of Signer (Print or Type)  Signature  Mountain Cold Mining In C  Title of Signer (Print or Type)	August	30h 2006

- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

ì	E STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Y es	No I
	See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is f D (17 CFR 239.500) at such times as required by state law.	iled a no	tice on Form
3.	issuer to offerees.		
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be en limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claim of this exemption has the burden of establishing that these conditions have been satisfied.	titled to ming the	the Uniform availability
The iss	sucr has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behauthorized person.	olf by the	undersigned
Issuer Rock	(Print or Type)  Ly Mountain Gold Himy he Signature August  Date  August	301	L2006
Name	(Print or Type)  AN GIBSON  Presidet CEO		

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1		APPENDIX										
State         Ves         No         Accredited Investors         Amount         Mon-Accredited Investors         Amount         Yes         No           AL         I </th <th>3</th> <th>Intend to non-a investor:</th> <th>to sell ccredited s in State</th> <th>Type of security and aggregate offering price offered in state</th> <th></th> <th>amount pu</th> <th>investor and rchased in State</th> <th></th> <th>Disqual under Sta (if yes, explana waiver</th> <th colspan="2">Disqualification under State ULOE (if yes, attach explanation of waiver granted)</th>	3	Intend to non-a investor:	to sell ccredited s in State	Type of security and aggregate offering price offered in state		amount pu	investor and rchased in State		Disqual under Sta (if yes, explana waiver	Disqualification under State ULOE (if yes, attach explanation of waiver granted)		
AK	State	Yes	No		Accredited	Amount	Non-Accredited	Amount	Yes	No		
AZ	AL								<u> </u>			
AR CA CO CO CT	AK											
CA	AZ				   							
CT	AR								<u> </u>			
CT         DE           DC         I           FL         I           GA         I           HI         I           ID         I           IN         I           IA         I           KS         I           KY         I           I.A         I           MD         I           MA         I           MI         I           MN         I	CA						[ 		i			
DE DC	со		i							<del>                                     </del>		
DC         FL         I	СТ				<u> </u>	!				<del> </del>		
FL GA	DE		<u> </u>			·		<u> </u>	\ <u> </u>			
GA	DC					ļ			<del> </del>			
HI ID IIL IIL IIL IIL IIL IIL IIL IIL IIL	FL				ļ <u> </u>				<del> </del>	-li		
ID	GA		<u> </u>						i 			
II.	н								<u> </u>			
IA	ID			-					-			
IA	IL			-					<u> </u>			
KS	ľN			<del>-</del> ,					:  	1		
KY         I.A	IA								1			
I.A         ME           ME         IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	KS									i		
ME	КУ									-   <u>                                  </u>		
MD MA I I I I I I I I I I I I I I I I I I	L.A							<del>                                     </del>	-			
MA I I I I I I I I I I I I I I I I I I I	ME	<del> </del>	-						1	_		
MI MN	MD	,	<del></del>									
MN	MA								1			
MN	<del></del>		-						1	<u> </u>		
	MN	1										
MS I I I I I I I I I I I I I I I I I I I	MS	<del> </del>	-						[			

.,			APPE	ENDIX				
Intend to non-ac investors	to sell ceredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State				
Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
							- 	<u> </u>
				ļ <u> </u>			<u> </u> 	
						<u> </u>	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	
<u> </u>				<u> </u>			<u>  </u>	
							 	<u>                                     </u>
							-	<u>                                   </u>
				<u> </u>				
						-	<del>-                                      </del>	<u> </u>
					<u> </u>			ļ
toriar as a second								
							1	-   -
								_
						<del> </del>		
						<u> </u>	1	_
								- '1
	<del>-</del>							<del>_  </del>
r	-						: <u> </u>	_ -
<b>\</b>	- <del> </del>						<del>                                      </del>	
A							-	
v	_						-	
						1		
	Intend to non-acinvestors (Part B-		Intend to sell to non-accredited investors in State (Part B-Item 1)  Yes No  Yes No  Type of security and aggregate offering price offered in state (Part C-Item 1)  Yes No  A No  Type of security and aggregate offering price offered in state (Part C-Item 1)	Intend to sell to non-accredited investors in State (Part B-Item 1)  Yes No No Number of Accredited Investors  Number of Accredited Investors  Number of Accredited Investors  Number of Accredited Investors	Intend to sell to non-accredited investors in State (Part B-Item 1)  Yes No No No Number of Accredited Investors Amount  Yes No No Number of Accredited Investors No Number of Accredited Investors  No Number of Accredited Investors  Amount	Intend to sell to non-accredited investors in State (Part B-Item 1)  Yes No	Intend to sell to non-accredited investors in State (Part C-Item 1)  Yes No Not Not N	Intend to sell to non-accredited winestors in Sell to non-accredited (Part C-Item 1)  Yes No

				APP	ENDIX					
1	···- ·-	2	3		4					
	to non-a	to sell accredited as in State a-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	1	amount pu	f investor and irchased in State C-Item 2)		under State UL (if yes, attach explanation o waiver grante (Part E-Item )		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY										
PR						•			1	